

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

In re: THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO, as representative of THE COMMONWEALTH OF PUERTO RICO, et al., Debtors. ¹	PROMESA Title III Case No. 17-BK-3283-LTS (Jointly Administered)
In re: THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO, as representative of PUERTO RICO ELECTRIC POWER AUTHORITY, Debtor.	PROMESA Title III Case No. 17-BK-04780-LTS Court Filing Relates Only to PREPA and Shall Only be Filed In Case No. 17-BK-04780-LTS and Main Case 17-BK-3283-LTS

**DECLARATION OF BEN WILSON IN SUPPORT OF LIMITED OBJECTION BY AND
RESERVATION OF RIGHTS OF ARC AMERICAN, INC. TO THE URGENT JOINT
MOTION OF THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR
PUERTO RICO AND THE PUERTO RICO FISCAL AGENCY AND FINANCIAL
ADVISORY AUTHORITY FOR ENTRY OF INTERIM AND FINAL ORDERS (A)
AUTHORIZING POSTPETITION SECURED FINANCING, (B) GRANTING PRIMING
LIENS AND PROVIDING SUPERPRIORITY ADMINISTRATIVE EXPENSE CLAIMS,
(C) MODIFYING THE AUTOMATIC STAY, (D) SCHEDULING A FINAL HEARING,
AND (E) GRANTING RELATED RELIEF**

¹ The Debtors in these title III cases, along with each Debtor's respective title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. I7-BK- 3283 (LTS)) (Last Four Digits of Federal Tax ID: 3481), (ii) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. I7-BK-3566(LTS)) (Last Four Digits of Federal Tax ID: 9686), (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. I7-BK-3567 (LTS)) (Last Four Digits of Federal Tax ID: 3808), (iv) Puerto Rico Sales Tax Financing Corporation "COFINA" (Bankruptcy Case No. I7-BK-3284 (LTS)) (Last Four Digits of Federal Tax ID: 8474); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747).

TO THE HONORABLE LAURA TAYLOR SWAIN,
UNITED STATES DISTRICT JUDGE:

I, Ben Wilson, declare, pursuant to 28 U.S.C. §1746, under penalty of perjury that:

1. I am the President of Arc American, Inc. (“Arc”), having an office in Wakarusa, Indiana. I am authorized to make this Declaration in support of the limited objection by and reservation of rights of Arc (the “**Objection**”) to the *Urgent Joint Motion Of The Financial Oversight And Management Board For Puerto Rico And The Puerto Rico Fiscal Agency And Financial Advisory Authority For Entry Of Interim And Final Orders (A) Authorizing Postpetition Secured Financing, (B) Granting Priming Liens And Providing Superpriority Administrative Expense Claims, (C) Modifying The Automatic Stay, (D) Scheduling A Final Hearing, And (E) Granting Related Relief* [ECF No. 549] (the “**Motion**”).²

2. In my capacity as President of Arc, I have oversight of the post-petition subcontract work, labor, materials and services furnished by Arc and costs incurred by Arc for the benefit of PREPA and the people of Puerto Rico in October and November 2017, after PREPA’s bankruptcy filing. Except as to any matters stated upon information and belief, I have personal knowledge of the facts attested to herein based upon: (i) my personal involvement with the post-petition work and services that Arc performed for the benefit of PREPA and the people of Puerto Rico; (ii) information provided to me in the ordinary course of business by other employees and officers of Arc who are directly involved in the post-petition work and services that Arc performed and the unpaid, outstanding post-petition monies due to Arc as further described below; and (iii) information contained in Arc’s business records that are maintained in the ordinary course of business and as to which I have custody and control. As to any matters of opinion or matters stated upon information and belief, I believe them to be true and correct.

² Capitalized terms not otherwise defined herein shall have the same meaning as in the Motion and the Wilson Dec.

3. Arc is a family owned and operated company founded in 2012 and headquartered in Wakarusa, Indiana. As a union contractor, Arc specializes in the installation, maintenance, and restoration of all facets of overhead and underground electrical facilities.

4. Arc dispatched its emergency storm restoration resources to Puerto Rico, including crews and tools to the island, immediately following the destruction caused by Hurricane Maria. Specifically, Arc's primary task in the restoration effort, was the repair of critical transmission lines to the power grid.

5. Notwithstanding Arc's rapid and professional response, Arc remains unpaid in an amount close to \$19 million for labor, materials and services furnished by Arc and costs incurred by Arc for the benefit of PREPA and the people of Puerto Rico in October and November 2017, after PREPA's bankruptcy filing.

6. After the Petition Date, and immediately following the devastation of Hurricane Maria, Arc was one of the first contractors to arrive in Puerto Rico to perform critical work in stabilizing the power grid, repairing damaged utilities, and improving infrastructure.

7. Specifically, the post-petition work and services that Arc performed for the benefit of PREPA and the people of Puerto Rico during the months of October and November 2017, in very challenging terrain, included, among other things: the rebuilding of the transmission and distribution lines that were destroyed by the hurricanes and which provide power to the citizens of Puerto Rico. Arc was among the largest contributors to the restoration of the transmission lines which is essential to the power grid.

8. Arc performed its post-petition work from October 3, 2017 through November 30, 2017 pursuant to a written subcontract executed by and between Arc and Whitefish Energy Holdings, LLC ("Whitefish") on or about September 30, 2017 (the "Subcontract").

9. The Subcontract was executed in connection with an Emergency Master Service Agreement for PREPA's Electrical Grid Reconstruction following Hurricane Maria, executed between Whitefish, as Contractor, and PREPA, as Owner, on or about September 26, 2017 and amended on October 17, 2017 and October 27, 2017 (the "**Prime Contract**").

10. Subsequent to the notification of the cancellation of the Prime Contract, Arc, along with other subcontractors, was requested by PREPA to continue restoration efforts with assurance that the subcontractors would be compensated for all work performed.

11. On December 2, 2017, Arc entered into a subcontract with Fluor Enterprises, Inc. to continue to perform restoration hurricane work for the benefit of PREPA, which work is ongoing.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Dated: February 1, 2018

By: 
Ben Wilson